



PUBLIC NOTICE

Federal Communications Commission
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Released: July 28, 2004

DOMESTIC SECTION 214 APPLICATION FILED FOR TRANSFER OF CONTROL OF OREGON FARMERS MUTUAL TELEPHONE COMPANY TO NORTHWEST MISSOURI HOLDINGS, INC.

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 04-255

Comments Due: August 11, 2004
Reply Comments Due: August 18, 2004

On July 3, 2004, Northwest Missouri Holdings, Inc. ("Northwest Missouri" or "Transferee"), Oregon Farmers Mutual Telephone Company, Inc., Robert D. Williams, Randy D. Williams and Katherine E. Williams ("OFM" or "Transferor") (collectively the "Applicants"), filed an application pursuant to sections 63.03 and 63.04 of the Commission's rules,¹ requesting approval to transfer control of OFM to Northwest Missouri.²

With regard to Northwest Missouri's incumbent local exchange affiliates, Applicants assert that this transaction is entitled to presumptive streamlined treatment under section 63.03(b)(2)(iii) of the Commission's rules because (a) the proposed transaction will result in a market share in the interstate, interexchange market of less than 10 percent; (b) the transferee would provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (c) the Applicants are incumbent local exchange carriers that have, in combination, fewer than two percent of the nation's subscriber lines and no overlapping or adjacent service areas. With regard to Northwest Missouri's other affiliates, the Applicants

¹ 47 C.F.R. §§ 63.03, 63.04; *see* 47 U.S.C. § 214.

² Applicants are also filing an application for consent to transfer control of authorization for international and wireless services. Any action on this domestic 214 application is without prejudice to Commission action on other related pending applications.

assert that the proposed transaction is eligible for presumptive streamlined treatment under section 63.03(b)(2)(ii) of the Commission's rules because (a) the proposed transaction will result in a market share in the interstate, interexchange market of less than 10 percent; (b) the transferee would provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (c) the Applicants are a dominant carrier and a non-dominant carrier that provides services exclusively outside the area where OFM is dominant.³

OFM is an incumbent local exchange carrier providing local exchange, exchange access service, and through its subsidiary Oregon Farmers Mutual Long Distance, Inc. (OFM-LD), long distance service to subscribers in and around Oregon, Missouri. OFM and OFM-LD are corporations organized under the laws of the State of Missouri.

Northwest Missouri is a holding company organized under the laws of the State of Delaware. Northwest is currently 100% owned by American Broadband Communications, Inc. ("ABC"). At the closing of the Stock Purchase Agreement, however, Signal Equity Partners, II L.P. ("SEP") will acquire a 51% interest in Northwest Missouri. The ten percent or greater owners of ABC are William Tucker and Patrick Eudy. Patrick Eudy owns 60% of Dialog Telecommunications, a competitive local exchange carrier operating in Kentucky, Mississippi and North Carolina. ABC has a 40% interest in American Georgetown, Inc. which owns 100% of Georgetown Telephone Company, an incumbent local exchange carrier in Mississippi. SEP owns the remaining 60% of American Georgetown, Inc.. SEP's general partner, Signal Equity Advisors II, LLC ("SEA"), has a 2.94 % interest in SEP. The ten percent or greater owners of SEA are Timothy P. Bradley, Alfred J. Puchala, Jr., Christian Nolen, Malcolm C. Nolen, and Charles T. Lake II. SEP also has three limited partners with ten percent or greater ownership: Garden House, LLC, Eurazeo, and Burden Direct Investment Fund III. Eliot Nolen owns 95% of Garden House.

The Applicants have entered into a Stock Purchase Agreement which provides that Northwest Missouri will acquire all of the shares of stock of OFM from Robert D. Williams, Randy D. Williams and Katherine E. Williams, the present owners. Upon closing, OFM will continue to provide services to its current subscribers.

The Applicants assert that the proposed transfer of control is in the public interest. Specifically, Applicants contend that, upon completion of the Stock Purchase, OFM will continue to provide high quality, local exchange, exchange access and long distance service to its current subscribers in a manner that will be transparent to them. OFM will also be financially stronger through affiliation with a larger organization with greater resources. Northwest Missouri intends to continue OFM's present build-out of broadband capacity in order to make high speed internet access available to 100% of the subscribers. Northwest Missouri also intends to begin offering customers the option of flat rated long distance plans.

³ See Letter from David Cosson, Kraskin, Moorman & Cosson, LLC to Marlene H. Dortch, Secretary, FCC, dated July 20, 2004.

GENERAL INFORMATION

The transfer of control identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer of control application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Interested parties may file **comments on or before August 11, 2004 and reply comments on or before August 18, 2004.**⁴ Unless otherwise notified by the Commission, Applicants are permitted to transfer assets on the 31st day after the date of this notice.⁵ Comments may be filed using the Commission's Electronic Comment Filing System (ECFS) or by filing paper copies. See *Electronic Filing of Documents in Rulemaking Proceedings*, 63 Fed. Reg. 24121 (1998).

Comments filed through the ECFS can be sent as an electronic file via the Internet to <<http://www.fcc.gov/e-file/ecfs.html>>. Generally, only one copy of an electronic submission must be filed. If multiple docket or rulemaking numbers appear in the caption of this proceeding, however, commenters must transmit one electronic copy of the comments to each docket or rulemaking number referenced in the caption. In completing the transmittal screen, commenters should include their full name, U.S. Postal Service mailing address, and the applicable docket or rulemaking number. Parties may also submit an electronic comment by Internet e-mail. To get filing instructions for e-mail comments, commenters should send e-mail to ecfs@fcc.gov, and should include the following words in the subject line "get form <your e-mail address>." A sample form and directions will be sent in reply.

Parties who choose to file by paper must file an original and four copies of each filing. If more than one docket or rulemaking number appears in the caption of this proceeding, commenters must submit two additional copies for each additional docket or rulemaking number. Filings can be sent by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail (although we continue to experience delays in receiving U.S. Postal Service mail). The Commission's contractor, Natek, Inc., will receive hand-delivered or messenger-delivered paper filings for the Commission's Secretary at 236 Massachusetts Avenue, N.E., Suite 110, Washington, D.C. 20002. The filing hours at this location are 8:00 a.m. to 7:00 p.m. All hand deliveries must be held together with rubber bands or fasteners. Any envelopes must be disposed of before entering the building. Commercial overnight mail (other than U.S. Postal Service Express Mail and Priority Mail) must be sent to 9300 East Hampton Drive, Capitol Heights, MD 20743. U.S. Postal Service first-class mail, Express Mail, and Priority Mail should be addressed to 445 12th Street, SW, Washington, D.C. 20554. All filings must be addressed to the Commission's Secretary, Office of the Secretary, Federal Communications Commission.

In addition, one copy of each pleading must be sent to each of the following:

⁴ See 47 C.F.R. § 63.03(a).

⁵ Such authorization is conditioned upon receipt of any other necessary approvals from the Commission in connection with the proposed transaction.

The Commission's duplicating contractor, Best Copy and Printing, Inc., 445 12th Street, SW, Room CY-B402, Washington, DC 20554, www.bcpiweb.com; phone: 202-488-5300 fax: 202-488-5563;

- (1) Tracey Wilson, Competition Policy Division, Wireline Competition Bureau, 445 12th Street, S.W., Room 5-C212, Washington, D.C. 20554; e-mail: tracey.wilson-parker@fcc.gov;
- (2) Kimberly Jackson, Competition Policy Division, Wireline Competition Bureau, 445 12th Street, S.W., Room 5-C142, Washington, D.C. 20554; e-mail: kimberly.jackson@fcc.gov;
- (3) Julie Veach, Competition Policy Division, Wireline Competition Bureau, 445 12th Street, S.W., Room 5-C124, Washington, D.C. 20554; e-mail: julie.veach@fcc.gov;
- (4) Susan O'Connell, Policy Division, International Bureau, 445 12th Street, S.W., Room 7-B544, Washington, D.C. 20554; email: susan.o'connell@fcc.gov; and
- (5) Christopher Killion, Office of General Counsel, 445 12th Street, S.W., Room 8-C740, Washington, D.C. 20554; e-mail: chris.killion@fcc.gov.

Filings and comments are also available for public inspection and copying during regular business hours at the FCC Reference Information Center, Portals II, 445 12th Street, SW, Room CY-A257, Washington, DC, 20554. They may also be purchased from the Commission's duplicating contractor, the Commission's duplicating contractor, Best Copy and Printing, Inc., Portals II, 445 12th Street, SW, Room CY-B402, Washington, DC 20554, telephone: 202-488-5300, fax: 202-488-5563, or via e-mail www.bcpiweb.com.

For further information, please contact Tracey Wilson, at (202) 418-1394, or Kimberly Jackson at (202) 418-7393.

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